

Exhibit 12

BERNSTEIN LIEBHARD LLP

ATTORNEYS AT LAW

10 EAST 40TH STREET

NEW YORK, NEW YORK 10016

(212) 779-1414

FAX: (212) 779-3218

www.bernlieb.com

STANLEY D. BERNSTEIN
bernstein@bernlieb.com

October 6, 2011

BY EMAIL

David Joyce, Esq.
Geauga County Prosecutor
Courthouse Annex
231 Main Street, Suite 3-A
Chardon, Ohio 44024-1295

Re: *Retainer Agreement*

Dear Mr. Joyce:

On behalf of Bernstein Liebhard LLP (the "Firm"), we appreciate the opportunity to represent the Geauga County Board of County Commissioners ("the Board") and Geauga County ("the County") in connection with its investigation and potential claims against the Mortgage Electronic Registration System, Inc. and its members. This letter confirms the terms of our engagement.

The County and the Board will not be liable for any legal fees, and any award of fees must ultimately be approved by the Court upon application of the Firm. The County and the Board will not be responsible for the advancement or repayment of any costs or other expenses incurred by the Firm during the pendency of the investigation or litigation. All such costs and expenses will be incurred by the Firm, and we will seek reimbursement of such costs and expenses by application to the Court only if the litigation is successfully resolved.

At the conclusion of the litigation, or any part thereof, the Firm shall apply to the Court for approval of an award of attorney's fees and expenses, with fees amounting to up to 25% of the recovery, whether comprised of a cash fund, the payment of past filing fees and/or an agreement to pay future filing fees.

The Firm is authorized to incur reasonable costs and expenses in performing legal services under this agreement, and will be entitled to payment or reimbursement for costs and expenses incurred for services, including but not limited to: cash and non-cash

GCO-000001



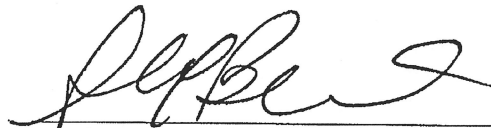
BERNSTEIN LIEBHARD LLP

David Joyce, Esq.
October 6, 2011
Page-2-

expenditures for filing fees; subpoenas; depositions; witness fees; in-house and outside investigation services; expert witness fees; Lexis, Westlaw and other computer research and on-line service costs; in-house and outside photocopies; facsimiles; long-distance telephone calls; postage and Federal Express; UPS and other overnight service charges; mediation fees; travel costs; out-of-town hotel, food and transportation charges; in-house and outside trial exhibits; in-house and outside multi-media services; and all other costs necessary for performance of legal services.


The Firm will work closely with the Board and the Geauga County Prosecutor when making substantive decisions regarding the litigation. The Firm will be supervised by and take direction from the Geauga County Prosecutor.

We look forward to representing the Geauga County Board of Commissioners and the interests of all Ohio counties. Please have the appropriate county official endorse the original and a copy of this engagement letter and return to us at your earliest convenience.



Stanley D. Bernstein
Bernstein Liebhard LLP
10 East 40th Street, Floor 22
New York, New York 10010

AGREED AND ACCEPTED:


Dated: 10/13/11

On behalf of Geauga County